

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF)	
NUON GLOBAL SOLUTIONS USA)	
B.V., NUON GLOBAL SOLUTIONS)	
USA, INC., AIG HIGHSTAR)	
CAPITAL II, LLC, HYDRO STAR,)	
LLC, UTILITIES, INC. AND WATER)	
SERVICE CORPORATION OF)	
KENTUCKY FOR APPROVAL OF)	CASE NO. 2005-00433
AN INDIRECT CHANGE IN)	
CONTROL OF A CERTAIN)	
KENTUCKY UTILITY PURSUANT)	
TO THE PROVISIONS OF)	
KRS 278.020(5) AND (6) AND)	
807 KAR 5:001, SECTION 8)	

O R D E R

On October 20, 2005, Nuon Global Solutions USA B.V.; Nuon Global Solutions USA, Inc.; AIG Highstar Capital II, LLC; Hydro Star, LLC; Utilities, Inc.; and Water Service Corporation of Kentucky (collectively "Joint Applicants") filed an application, pursuant to KRS 278.020(5) and (6), for approval of the transfer and acquisition of control of Water Service Corporation of Kentucky. KRS 278.020(6) allows the Commission 60 days in which to review an application for approval of the transfer and acquisition of control, unless it is necessary, upon a finding of good cause, to continue the application for an additional 60 days. The Commission finds that, due to the complex nature of the proposed transaction, the required review cannot be completed within 60 days. Therefore, good cause exists to extend the statutory review period from 60 to 120 days. However, the Commission is cognizant of the fact that this case was

previously filed as Case No. 2005-00323 and was dismissed on October 31, 2005, and that the entire file of that case has been incorporated into this application. Considering the fact that the review process had already begun in the incorporated Case No. 2005-00323, the Commission will endeavor to render a decision in advance of the statutory deadline of March 8, 2006. Thus, the Commission finds that a procedural schedule should be established in this case. Further, the Commission finds that, pursuant to the procedural schedule, if the parties do not request a hearing or make supplemental requests for information by January 5, 2006, this case should stand submitted to the Commission for decision.

IT IS THEREFORE ORDERED that:

1. The 60-day time limit for review of the pending application shall be extended for an additional 60 days, pursuant to KRS 278.020(6).
2. The procedural schedule set forth in Appendix A, which is attached hereto and incorporated herein, shall be followed.
3. Pursuant to the procedural schedule, if the parties do not request a hearing or make supplemental requests for information by January 5, 2006, this case shall stand submitted to the Commission for decision.
4. All requests for information and responses thereto shall be appropriately indexed and 10 copies shall be filed with the Commission, with copies to all parties of record. Any request for information from the Commission Staff shall be responded to as if set forth in a Commission Order. All responses shall include the name of the witness who will be responsible for responding to questions at any hearing in this proceeding.
5. Any party filing testimony in this case shall file the original and 10 copies.

6. Joint Applicants shall give notice of the hearing in accordance with the provisions set out in 807 KAR 5:011, Section 8(5). At the time publication is requested, Joint Applicants shall forward a duplicate of the notice and request to the Commission.

7. At any public hearing in this matter, neither opening statements nor summarization of direct testimonies shall be permitted.

8. Nothing contained herein shall prevent the Commission from entering further Orders in this matter.

Done at Frankfort, Kentucky, this 23rd day of November, 2005.

By the Commission

ATTEST:


Executive Director

APPENDIX A

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE
COMMISSION IN CASE NO. 2005-00433 DATED NOVEMBER 23, 2005

All requests for information to
Joint Applicants shall be filed no later than 12/05/2005

Joint Applicants shall file responses to
requests for information no later than..... 12/20/2005

Additional requests for information or
requests for a hearing, if any, shall be
filed no later than.....01/05/2006

Commission decision on Joint Applicants'
application shall be issued no later than..... 03/08/2006